

# **RULES & PROCEDURES OF PURDUE ALUMNI ASSOCIATION, INC.**

**Amended April 15, 2024**

## **ARTICLE I**

### **Name, Governance, and Location**

Section 1. Name: The name of the organization shall be the Purdue Alumni Association, Inc. (Referred to hereinafter as "the Corporation.")

Section 2. Governance: The organization is governed by the Articles of Incorporation as filed with the Indiana Secretary of State (Amended and Restated April 2024).

Section 3. Location: The principal office of the Corporation shall be 403 West Wood Street, West Lafayette, Indiana 47907-2007.

*(Reference Bylaws Article I)*

## **ARTICLE II**

### **Membership**

Section 1. Classification of memberships and dues shall be set and revised as necessary by the Board of Directors of the Corporation.

*(Reference Bylaws Article II)*

## **ARTICLE III**

### **Corporation Meetings**

Section 1. The Executive Committee, at least one-hundred-twenty (120) days prior to the Annual Meeting, shall determine the date of such meeting, and notice thereof. shall be published in the PURDUE ALUMNUS at least thirty days (30) prior to the date of the meeting and any other methods of communication as deemed appropriate by the Board Chair.

Section 2. Notice of any special meeting shall be given to the membership by publication in the PURDUE ALUMNUS and any other methods of communication as deemed appropriate by the Board Chair at least thirty days (30) prior to the date for which such meeting is set. The exact time and place of such meeting shall be fixed by the Board Chair, but not more than ninety days (90) after any call or request therefore is made by the Board of Directors or by members of the Corporation, as set forth in the Bylaws.

Section 3. The order of business at the Corporation's Annual Meeting, and so far, as applicable at all other meetings of members, shall be set by the Executive Committee.

Section 4. Thirteen (13) Alumni Association members shall constitute a quorum at any Corporation meeting.

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Section 5. All Alumni Association members, except Honorary members, shall be entitled to vote at annual or special meetings.

Section 6. The latest edition of “Robert’s Rules of Order” on parliamentary procedures shall govern the conduct of each meeting.

*(Reference Bylaws Article III)*

### **ARTICLE IV**

#### **Board Meeting Attendance & Quorum**

Section 1. In person attendance at Board meetings is highly preferred and encouraged to maximize Board member engagement and participation. If a Board member cannot attend a published Board meeting in person, they must notify and request approval to participate virtually from the current Board Chair via e-mail at least 30 days before the published date of the Board meeting. Failure to obtain the required Board Chair approval shall result in forfeiture of the respective Board member’s voting privileges for that Board meeting. Emergency circumstances will be handled on a case-by-case basis at the Board Chair’s discretion.

Section 2: If attending virtually, to be considered present and part of quorum the following criteria must be met:

- The Board member shall have a camera which must be on throughout the duration of the Board Meeting (de minimis exceptions allowed).
- The Board member must have audio connectivity with the ability to participate throughout the duration of the meeting.

Failure to meet these criteria shall result in the respective Board member not considered in quorum and forfeiture of voting privileges for that Board meeting. Emergency circumstances will be handled on a case-by-case basis at the Board Chair’s discretion.

Section 3. Two-thirds (13) of Board members present shall constitute a quorum.

### **ARTICLE V**

#### **Board Meetings & Voting**

Section 1. Notices of meetings of the Board of Directors shall be published in OnBoard at least sixty (60) days in advance. The Directors may waive, in writing, notice of any meeting, and attendance at any meeting shall constitute a waiver of notice thereof.

Section 2. A resolution in writing, signed by a majority of the members of the Board of Directors shall be deemed to be action by such Board with the same force and effect as if the same had been duly passed by the same vote at a duly convened meeting. No

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such resolution can be effective without said resolution being sent to the full Board of Directors at least ten (10) days prior to the vote.

Section 3. The order of business at any meeting of the Board of Directors shall, to the extent that it is appropriate, be set by the Executive Committee.

Section 4. The latest edition of "Robert's Rules of Order" on parliamentary procedures shall govern the conduct of each meeting.

### Section 5. Motions

- a) A motion may only be made at a regular or special Board of Directors meeting if quorum has been established.
- b) A motion must set forth the proposed action.
- c) A motion must be seconded.
- d) A motion must provide an opportunity to vote for or against each proposed action.

### Section 6. Voting

- a) Only Board members considered present and included in quorum may vote in regular or special Board of Directors meetings. No proxy votes will be allowed.
- b) Voting at all regular and special Board meetings shall preferentially be conducted by voice or a show of hands of the in-person and virtual participants. At the discretion of the Board Chair, electronic voting may be utilized through an approved electronic voting platform. Multiple electronic votes may be active concurrently. A majority of the Board members present must vote in the affirmative for a motion to be approved. A motion shall be disapproved if a majority of Board members present vote in the negative or abstain. Multiple electronic votes may be active concurrently.
- c) Electronic voting through an approved voting platform may be held between scheduled Board of Directors meetings for the purpose of resolving issues that need to be addressed between such Board Meetings. Electronic votes may be called at the discretion of the Board Chair or Executive Committee. A majority of all Board members (10) must vote in the affirmative for a motion to be approved. A motion shall be disapproved if a majority of all Board members (10) vote in the negative or abstain. Multiple electronic votes may be active concurrently.
- d) Except as otherwise provided in the Articles of Incorporation, Bylaws, or Rules & Procedures, a vote may not be revoked.
- e) The approvals and disapprovals must be delivered to the Corporation for inclusion in the minutes and filed with the Corporation's records.

*(Reference Bylaws Article V)*

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## **ARTICLE VI**

### **Designated Directors – Officers**

#### ***CLASS I***

##### **Section 1 –Section 9 (Nomination and Election Process)**

Section 1. **CLASS I** shall consist of five (5) Designated Directors consisting of the Board Chair, Board Vice Chair, Finance Chair, Leadership Development and Nominating Committee Chair and Immediate Past Board Chair.

Section 2. At the regular meeting of the Board of Directors immediately preceding the Annual Meeting of members held in odd-numbered years, the Board of Directors shall elect the Board Vice Chair, Leadership Development and Nominating Committee Chair and the Finance Chair to hold office for two years (2) beginning on July 1<sup>st</sup> next following their election and until their successors are duly elected and qualified.

Section 3. No officer, except the Finance Chair, the Leadership Development and Nominating Committee Chair and the Recording Secretary, shall be eligible for re-election to any office previously held by such officers for a full two-year term.

Section 4. If the Office of the Board Chair becomes vacant, the Board Vice Chair shall become Board Chair for the remainder of the term.

Section 5. If the Office of the Board Vice Chair, Finance Chair, Leadership Development and Nominating Committee Chair or Recording Secretary becomes vacant, the Board of Directors shall choose a successor to hold office for the unexpired term at a regular meeting of the Board or at a special meeting thereof called for such purpose.

Section 6. If the Office of the Immediate Past Board Chair becomes vacant, the vacancy shall not be filled until the incumbent Board Chair shall complete their term of office.

Section 7. At the regular meeting of the Board of Directors immediately preceding the Annual Meeting of members held in odd-numbered years, the Board of Directors shall elect the Recording Secretary based upon the nomination of the Board Chair. The Recording Secretary shall hold office for two (2) years beginning on July 1<sup>st</sup> next following their election.

Section 8. The elections of the Board Vice Chair, the Leadership Development and Nominating Committee Chair and the Finance Chair shall occur at the regular meeting of the Board immediately preceding the Annual Meeting of members held in odd-numbered years. For the purpose of this Section, this shall be referred to as the Election Meeting. The process for eligibility, nomination, candidacy, and election for the Board Vice Chair, the Leadership Development and Nominating Committee Chair and the Finance Chair of the Corporation shall be as outlined below:

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### *Eligibility*

Any member in good standing of the Corporation shall be eligible to run for an office of the Corporation. A candidate need not be a member of the Board of Directors. If a seated Board member runs, the member will retain their right to vote in said election. If a seated Board member is elected to office, such officer shall thereupon resign such prior directorship and shall thereafter serve on the Board solely by reason of the office.

### *Candidacy*

Applications for Board Vice Chair, Leadership Development and Nominating Committee Chair and for Finance Chair are to be received on a date to be determined by the Leadership Development & Nominating Committee, which shall be no less than forty-five (45) days prior to the election. Nominations will be via the committee process. The responsible committee will be the Leadership Development & Nominating Committee.

### *Presentation*

During the Election Meeting, each candidate nominated by the Leadership Development & Nominating Committee will have the opportunity to make a presentation to the full Board, not to exceed five (5) minutes. No other nominee will be allowed in the meeting room during another nominee's presentation. Each nominee's presentation will be immediately followed by a Question-and-Answer Session as outlined below. The Recording Secretary will be responsible for acting as timekeeper.

### *Question and Answer Session*

Immediately following each nominee's presentation, Board members will have an opportunity to ask that nominee questions in the method described below. Questions should be submitted to the Officers of the Corporation a minimum of seven (7) days prior to the Election Meeting. Questions to be asked will be randomly drawn from all those submitted to ensure that no partiality is given to anyone (1) nominee. Each nominee should be asked this same set of core questions to provide the Board a basis for comparison. Follow-up questions are welcome. Each nominee will be given equal time for the Question-and-Answer Session. The Recording Secretary will be responsible for acting as timekeeper.

### *Voting*

All members of the Board of Directors that are present will have the right to vote. In person voting shall be conducted by a secret ballot. Prior to the Election Meeting the Board Chair will submit a list of approved virtual attendees to the inspectors. Those Directors considered present through approved virtual attendance as defined in Article IV Section 1 and 2 shall vote by submitting their vote

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electronically to the inspectors of the election at same time in which in person secret ballots are collected. Three (3) inspectors of election (not affiliated with the Purdue Alumni Association Board and/or PFLF Engagement staff) shall be named by the Board Chair prior to the Election Meeting and be responsible for counting the votes. To be elected the winner, a majority of all valid votes cast shall be necessary. Voting members shall vote for only one (1) nominee per office. An abstention is not considered a valid vote cast. In the event there is a tie and there are only two (2) nominees, the Board of Directors shall conduct up to three (3) subsequent rounds of voting.

If a nominee does not receive a majority of the valid votes cast, and there are more than two (2) nominees, a run-off election will be held for such office. For the run-off election, the two (2) nominees receiving the greater number of valid votes cast shall be voted on, and the nominee then receiving the majority of the valid votes cast shall be elected.

If it is unclear which two (2) nominees have the most votes because of two (2) nominees receiving the exact same number of votes for second place, the Board shall take a special vote of all nominees who tied for second place to determine who will be the one (1) to run against the top vote recipient from the initial vote.

After the initial vote and three (3) subsequent rounds of voting where a majority has not been reached, the Executive Committee will vote in separate session to break the tie. The Executive Committee will announce the winner but will not divulge the actual vote count.

### **Section 9–15 (Duties)**

Section 9. The Board Chair shall preside at all meetings of the Board of Directors, at the Annual Meeting, and at all special meetings of the Corporation, and shall perform all other duties incident to the office of Board Chair or as are properly required by the Board of Directors. The Board Chair shall, additionally, perform all duties required by the provisions of Chapter 155 of the Indiana Acts of 1921, as amended from time to time.

Section 10. The Board Vice Chair shall be vested with all the powers of the Board Chair and shall exercise the same in the event of the Board Chair's inability to perform their duties, provided that there shall be no exercise of any powers, which by law are granted exclusively to the Board Chair. The Board Vice Chair shall serve as Purdue Alumni Advisory Council (PAAC) Chair.

The Board Vice Chair/PAAC Chair will appoint a PAAC Vice Chair, with concurrence of the Board Chair, in order to increase leadership development, engagement and spread the responsibility of leading a committee.

The Board Vice Chair will be responsible for overseeing all actions related to the Purdue Alumni Association Website. This may include but is not limited to both

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content and administrative functions related to the website.

Section 11. The Finance Chair shall perform such duties and exercise such powers as may be prescribed from time to time by the Board Chair, the Board of Directors, or the Executive Committee. The Finance Chair shall make a financial report at the Annual Meeting of the Corporation, and as requested at meetings of the Board of Directors and Executive Committee. The Finance Committee Chair will appoint a Vice Chair, with concurrence of the Board Chair, in order to increase leadership development, engagement and spread the responsibility of leading a committee.

Section 12. The Leadership Development and Nominating Committee Chair shall perform such duties and exercise such powers as may be prescribed from time to time by the Board Chair, the Board of Directors, or the Executive Committee. The Leadership Development and Nominating Chair shall make relevant reports at the Annual Meeting of the Corporation, and as requested at meetings of the Board of Directors and Executive Committee.

The Leadership Development and Nominating Committee Chair, will appoint a Vice Chair, with concurrence of the Board Chair, in order to increase leadership development, engagement and spread the responsibility of leading a committee.

The Leadership Development and Nominating Committee Chair will lead their committee in addressing issues related to members of the Board of Director's "Good Standing" as defined in the Articles of Incorporation, Article III, Section 1. Recommendations for resolving any Director standing issues will be made to the Executive Committee for resolution.

Section 13. The Recording Secretary shall record and keep the minutes of the meetings of the Executive Committee, the Board of Directors, and the Annual Meeting of the Corporation.

Section 14. The Board Chair shall be the officer in charge of the management of the Corporation, and for all programs operated or sponsored by the Corporation.

*(Reference Bylaws Article VI and Article VII)*

### **ARTICLE VII**

#### **Designated Directors – Non-Officers (Nomination and Approval Process)**

##### ***CLASS III and CLASS IV***

Section 1. Designated Directors other than Officers shall be elected or appointed as follows:

**CLASS III** shall consist of one (1) Director from the Purdue Agricultural Alumni Association of Indiana, or its successor, to be appointed by the Purdue Agricultural Alumni Association of Indiana, and one (1) Director from the Purdue for Life Foundation,

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LLC Board of Managers, or its successor, to be appointed by the Purdue for Life Foundation, LLC Board of Managers. If a vacancy occurs for a CLASS III Director, the vacancy shall be filled by appointment by the Purdue Agricultural Alumni Association of Indiana or the Purdue for Life Foundation, LLC Board of Managers, respectively. A Director so appointed shall have the same qualifications for office and shall serve for the balance of the term.

**CLASS IV** shall consist of a maximum of three (3) at-large Directors, each to be approved by the Board of Directors of the Corporation based upon the nomination by the Leadership Development & Nominating Committee. If a vacancy occurs among CLASS IV Directors, the vacancy shall be filled with the approval of the Board of Directors of the Corporation based upon the nomination of the Board Chair. A Director so approved shall have the same qualifications for office and shall serve for the balance of the term.

### **ARTICLE VIII**

#### **Elected Directors (Nomination and Election Process)**

##### ***CLASS II and CLASS V***

Section 1. **CLASS II** shall consist of one (1) Director between the age of 25 and 30 duly elected by the membership of the Purdue Alumni Association. If a vacancy occurs among CLASS II Directors, the vacancy shall be filled with the approval of the Board of Directors of the Corporation based upon the nomination of the Board Chair. A Director so approved shall have the same qualifications for office and shall serve for the balance of the term.

Section 2. **CLASS V** shall consist of eight (8) elected Directors consisting of two (2) individuals from each of four (4) geographic districts. The membership of the Corporation shall be divided into the following four (4) geographic districts for the purpose of electing CLASS V Directors:

**Indiana**, consisting of all 92 counties.

**East**, consisting of Washington, DC, and the following states: Connecticut, Delaware, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, and West Virginia.

**Central**, consisting of the following states: Alabama, Arkansas, Illinois, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, North Dakota, Oklahoma, South Dakota, Tennessee, Texas, and Wisconsin.

**West and International**, consisting of all countries other than the United States,



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all territories of the United States, and the following states: Alaska, Arizona, California, Colorado, Idaho, Hawaii, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming.

Section 3. The Board Chair shall determine at any time, whether there needs to be a review of the geographic districts used in the election of CLASS V Directors. The Leadership Development & Nominating Committee may appoint a committee of at least three (3) individuals to investigate the following factors and to report its recommendations for change as appropriate.

Factors to be considered may include:

- a) Geographic distribution of alumni eligible for membership in the Corporation.
- b) Geographic distribution of alumni members of the Corporation.
- c) Times zones of each District.
- d) Natural alliance of certain geographic areas.

Section 4. The privilege of voting for a CLASS V Director is restricted to those Corporation members who reside in the same geographic district as the CLASS V Director at the time of the election. A member of the Corporation may cast one (1) vote for each CLASS V Director vacancy. All members of the Corporation may cast one (1) vote for the CLASS II Director.

Section 5. At the time of the election, a candidate for a CLASS V Director must be a resident of the geographic district and qualified to vote. Nothing shall prohibit or restrict the continued service of a CLASS V Director, once elected, through the remainder of such CLASS V Director's term if such CLASS V Director ceases to reside in the geographic district in which he or she was elected and resided at the time of such election. For purposes of this Section, an "election" shall be deemed to have occurred at such time when membership voting concludes in the pertinent geographic district, regardless of the time at which results are announced. The announcement of the Class V Director openings will be published through approved social media platforms and electronic communications by August 1st and in the Fall PURDUE ALUMNUS and social media as deemed appropriate by the Board Chair prior to the election.

Section 6. Each local club may nominate one (1) candidate for a CLASS II Director vacancy and one (1) candidate for CLASS V Director vacancy for the geographic district in which the club is located. The President or Secretary of each local club nominating a candidate for the Board of Directors shall certify such nomination to the Recording Secretary of the Corporation by November 1st prior to the election. More than one (1) local club in the geographic district may endorse the same candidate.

Section 7. Any twenty-five (25) members of the Corporation may nominate a candidate for a CLASS II vacancy and a CLASS V Director vacancy for the geographic district by certifying such nomination, with the candidate's acceptance in writing of such nomination, to the Recording Secretary by November 1st prior to the election.

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Each of such nominating members must be qualified to vote for the candidate so nominated.

Section 8. Any member of the Corporation may nominate themselves as a candidate for a CLASS II Director vacancy (as long as they meet the requirements within Rules and Procedures Article VII Section 1) or a CLASS V Director vacancy for the geographic district in which they reside. The candidate must certify their interest by writing such nomination to the Recording Secretary by November 1st prior to the election.

Section 9. The Leadership Development and Nominating Committee will conduct a vetting process for all director candidates to ensure that all candidates presented on the ballot for election or At-Large appointment will be qualified to serve and meet the established criteria. To accomplish this:

a) The Leadership Development and Nominating Committee will develop a set of criteria for vetting candidates, based on the annual board skills and diversity survey, market segmentation of alumni, and the diversity data supplied from the university.

b) The Leadership Development and Nominating (LDNC) Committee will be responsible for vetting candidates prior to any election or appointment. LDNC will provide a slate of up to three (3) vetted candidates for every open position.

c) If a candidate is not selected through the vetting process for placement on the ballot, any candidate may have their name placed on the ballot with the requirement of signatures of 500 members of the Corporation eligible to vote for the candidate. Membership shall be verified by Purdue for Life Foundation staff. A timeline will be established by LDNC to allow time for any candidate not chosen for the ballot to secure their 500 signatures.

Section 10. A list of all candidates and voting procedures shall be published by March 1st and in the Spring PURDUE ALUMNUS and social media as deemed appropriate by the Board Chair prior to the Annual Meeting for use of all members entitled to vote. All votes to be counted must be received by the Recording Secretary no later than noon, (West Lafayette, IN time), five (5) business days preceding the Annual Meeting.

Section 11. At least ten (10) days prior to the Annual Meeting, the Board Chair shall appoint three (3) Inspectors of Election, who shall not be affiliated with the Corporation, Board of Directors, or PFLF Engagement staff. Section 12. No later than twenty-four (24) hours preceding the Annual Meeting, the Recording Secretary shall deliver to the Inspectors of Election all the ballots received within the time provided by these Rules & Procedures. The Inspectors of Election shall then tabulate the votes and present a written statement to the Board Chair showing the elected candidates, which shall be announced at the Annual Meeting.

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Section 13. At the Annual Meeting of the Corporation the Board Chair shall declare the candidates receiving the highest number of votes duly elected. The names of the elected candidates shall be published through social media as deemed appropriate by the Board Chair by June 1st and in the next issue of the PURDUE ALUMNUS after such election.

Section 14. The Recording Secretary shall preserve all votes for at least thirty (30) days after the Annual Meeting. On petition to the Board Chair by thirteen (13) members of the Corporation at any time within thirty (30) days after the Annual Meeting, the Recording Secretary shall turn over all the votes to the Board of Directors for a recount. In that event, the Board of Directors shall have final authority to determine the result of the election.

Section 15. If a geographic district fails to have any candidates for the election of a CLASS V Director, or the CLASS V Director position becomes vacant during their term, the position or vacancy shall be filled with the approval of the Board of Directors of the Corporation based upon the nomination of the Board Chair. A Director so approved shall have the same qualifications for office, referred to in Section 5, and shall serve for the balance of the term.

Section 16. If there are no candidates for the election of a CLASS II Director, or the CLASS II Director position becomes vacant during their term, the position or vacancy shall be filled with the approval of the Board of Directors of the Corporation based upon the nomination of the Board Chair. A Director so approved shall have the same qualifications for office, referred to in Section 1, and shall serve for the balance of the term.

### **ARTICLE IX**

#### **Committees**

Section 1. The Executive Committee shall have full power to act in the management of the affairs of the Corporation, including the "Good Standing" of Directors,, but such power may be withdrawn at any time by a majority vote of the Board of Directors. Within fourteen (14) days of any action taken by the Executive Committee in their sole power to act, notice of such action will be provided to the full Board by the Board Chair.

a) The Board Chair of the Corporation shall be Chair of the Executive Committee.

b) The Executive Committee shall consist of the Board Chair, Board Vice Chair, Immediate Past Board Chair, Finance Chair, Leadership Development and Nominating Committee Chair, the Director appointed by the Purdue for Life Foundation, LLC, Board of Managers and three (3) additional Directors. The Board Chair shall nominate from the Board of Directors the three (3) additional Directors, each to be approved by the current Executive Committee and the Board of Directors.

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c) Each appointment of the three (3) additional Directors shall be for one (1) year terms and may be revoked at any time by a majority vote of the Board of Directors. The Purdue for Life Foundation Vice President of Engagement and the Recording Secretary shall be non-voting ex officio members of the Executive Committee.

Section 2. The Finance Committee will assist the Board of Directors by reviewing and recommending actions relating to fiscal management of the Corporation.

- a) The Finance Chair of the Corporation shall be Chair of the Finance Committee.
- b) The Board Chair, in consultation with the Finance Chair, shall appoint Directors from the Board to serve on the Finance Committee.
- c) The Board Chair may appoint non-board members to serve on the Finance Committee. These shall be non-voting members of the Committee. The Finance Vice Chair must be a voting Board member.
- d) Each appointment shall be for a one (1) year term (other than that of the Chair) and may be revoked at any time by a majority vote of the Board of Directors.

Section 3. The Leadership Development & Nominating Committee will assist the Board of Directors by reviewing and recommending actions relating to the membership, including "Good Standing", of the Board of Directors.

- a) Leadership Development & Nominating Committee Chair is an elected Class I officer position.
- b) The Board Chair, in consultation with the Leadership Development & Nominating Committee Chair, shall appoint Directors from the Board to serve on the Leadership Development & Nominating Committee.
- c) The Board Chair may appoint non-board members to serve on the Leadership Development & Nominating Committee. These shall be non-voting members of the Committee. The Leadership Development & Nominating Committee Vice Chair must be a voting Board member.
- d) Each appointment shall be for a one (1) year term (other than that of the Chair) and may be revoked at any time by a majority vote of the Board of Directors.

Section 4. The Purdue Alumni Advisory Council will assist the Board of Directors by reviewing, evaluating, and recommending actions relating to the engagement and alumni membership work product of the Purdue for Life Foundation.

- a) The Board Vice Chair of the Corporation shall be Chair of the Purdue Alumni Advisory Council.
- b) The Board Chair, in consultation with the Purdue Alumni Advisory Council Chair, shall appoint a minimum of four (4) board members, and as many non-board members to complete a roster of nine (9) PAAC members plus the Vice Chair. non-

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board members will be non-voting members of the Committee. The Purdue Alumni Advisory Council Vice Chair must be a voting Board member.

c) Each committee appointment shall be for a one (1) year term (other than that of the Chair) and may be revoked at any time by a majority vote of the Board of Directors.

Section 5. The Purdue Alumni Association has the authority to appoint one (1) Director to a Manager position on the Purdue for Life Foundation, LLC Board of Managers.

a) Through the period ending July 1, 2024, the Past Chair of the Purdue Alumni Association will be the appointed Purdue for Life Foundation Board Manager.

b) Before July 1, 2024, the Purdue Alumni Association Board of Directors shall reevaluate this appointment policy.

Section 6. The Board Chair of the Corporation may establish additional Committees or Task Forces to assist the Board Chair, Executive Committee, and/or the Board of Directors.

a) The Board Chair shall appoint a Chair for the Committee or Task Force. The term of the Chair will not exceed one (1) year.

b) The Board Chair shall appoint Directors from the Board to serve on the Committee or Task Force.

c) The Board Chair may appoint non-board members to serve on the Committee or Task Force. These shall be non-voting members of the Committee.

d) Each appointment shall be for a one (1) year term and may be revoked at any time by a majority vote of the Board of Directors.

*(Reference Bylaws Article VIII)*

### **ARTICLE X**

#### **Purdue Alumni Trustee Nomination and Election**

**Section 1 Roles and Responsibilities of the Corporation, and the Board of Directors, with Respect to the Nomination and Election of the Purdue Alumni Representatives to Purdue University Board of Trustees**

As provided by state statute the members of the Corporation are responsible for selecting the Corporation's nominee to be appointed as a Trustee of Purdue University by the Governor of Indiana to serve such term. A brief description of the process intended to support the execution of this responsibility is presented in Section 2 of this Article. This information is also supported by information contained in Article IX of the Bylaws of the Corporation. The Board of Directors' will run an election process which results in one (1) candidate, the Purdue Alumni Board of Directors endorsed candidate, being placed on the ballot that the

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Corporation will use to select its nominee for Trustee of Purdue University. This process is summarized in Section 3 of this Article. Additionally, as provided in Bylaws Article IX, the Corporation must provide a process by which any five hundred (500) members of the Corporation may nominate an additional candidate (who meets the qualifications provided by state statute) on the ballot (of the corporate membership election.). Membership shall be verified by Purdue for Life Foundation staff. This process is summarized in Section 4.

### **Section 2 Election of the Corporation's nominee for Purdue University Trustee**

As provided by state statute the members of the Corporation are responsible for nominating three (3) Purdue University Trustees. The three (3) trustee terms are set in such a manner such that they expire one (1) per year on a three (3) year rotating cycle. At all times one (1) of the three (3) trustees must be a graduate of the College of Agriculture.

As noted, applicable nomination procedures are presented in Sections 3 and 4 of this Article. All nominations must be completed and provided to the Board Chair by January 15th prior to the Annual Meeting.

Upon the opening of nominations for a trustee position the Recording Secretary of the Corporation shall provide all members of the Board of Directors with a timeline that indicates the key election process schedule dates. This shall include, but is not limited to:

1. Open date and time for nominations
2. Close date and time for nominations
3. Deadline for ballot publication information
4. Close date and time for election voting.

As provided by the Bylaws, a member vote may be by paper or electronic ballot. The ballot will typically be presented in the Spring issue of the PURDUE ALUMNUS and social media as deemed appropriate by the Board Chair by March 1st.

Should the membership vote result in a tie of two (2) or more candidates for the position, the names of those candidates will be provided to the Executive Committee. The Executive Committee can, at their discretion, declare the membership's nominee based on their discussion and vote, or choose to facilitate an alternative process to declare the successful candidate as they see appropriate. Per the Bylaws, the successful candidate will have their name announced at the annual meeting of the corporation.

### **Section 3. Election of the Board of Directors' Alumni Trustee Nominee**

The election of the Board's nominee for Alumni Trustee shall occur at a regular

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meeting of the Board. For the purpose of this section, this shall be referred to as the Alumni Trustee Nominee Election Meeting. Robert's Rules of Order will govern the execution of the nomination process and the Alumni Trustee Nominee Election Meeting. The process for eligibility, nomination, candidacy, and election for any nominee of the Board for alumni trustee shall be as outlined below:

### *Process Overview*

Obtaining the Board of Directors' nomination for Alumni Trustee is one (1) of the alternatives available for an individual seeking to become an Alumni Trustee. The intent of this process is that it be initiated well in advance of the Corporation's Trustee election vote such that (1) adequate time is allocated for the candidacy and election for Board of Directors' nominee and (2) adequate time remains after the completion of the Board's election for any candidate(s) to pursue a nomination via the signature process. It is anticipated that in general the process will be initiated during the spring meeting of the Corporation in the year prior to the start of the final year of term being considered. For example, if a term is ending June of 2012, the process to fill the July 1, 2012 vacancy will be kicked off at the spring meeting in 2011. At that time (as defined below) the formation of the Trustee Screening Committee will be announced along with the due date for nominations. The final determination of the Trustee ballot lies with the Leadership, Development and Nominating Committee. The Board's election will be executed as described in the following sections and is generally expected to occur during the fall meeting. This allows adequate time for results to be communicated prior to the closure of nominations of the Corporation's Trustee election process. The single candidate from this election shall be placed on the ballot for the Corporation's election of Alumni Trustee and be identified as the Board of Directors' single nominee for said position.

### *Trustee Screening Committee*

The Trustee Screening Committee will be established annually, or as required, to support the Board of Directors' Alumni Trustee election process. This committee will consist of no less than three (3) individuals and will be determined by the Chair of the Leadership, Development and Nomination Committee (LDNC), with guidance from the Board Chair.

The role of the committee is to communicate that nominations are being accepted, actively recruit for the position as needed and review the submitted applications to ensure eligibility requirements have been met. The output of this committee is expected to be (1) a list of all applicants, including any individuals who were determined to not meet eligibility requirements, and (2) a recommended slate for the election should the committee judge it necessary to suggest a reduced list. An example would be if the number of submissions were felt to be too large for the ballot. The LDNC is not bound by the recommendation of the committee and can proceed to put forth a slate as they see fit. However, The LDNC cannot invite or

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add a candidate outside of the pool of candidates who have met eligibility requirements and submitted their material to the Trustee Screening Committee by the prerequisite date.

### *Eligibility*

Any current member of the Corporation who is a graduate of Purdue University shall be eligible to run to become a nominee for alumni trustee; however, at all times, one (1) person serving as an alumni trustee shall be a graduate of the College of Agriculture. A candidate need not be a member of the Board of Directors. If a seated Board member runs, the member will retain their right to vote in said election. If a seated Board member is elected as a nominee for alumni trustee, such Board member shall resign such directorship when appointed by the Governor of Indiana to serve as a Purdue University Trustee.

### *Candidacy*

Applications for alumni trustee nominee are to be received on a date to be determined by the Leadership Development & Nominating Committee, which shall be no less than forty-five (45) days prior to the Alumni Trustee Election Meeting; however, the Board Chair may, with the approval of the Board at a Board meeting no fewer than six (6) months and no more than twelve (12) months prior to the Alumni Trustee Election Meeting, suspend this rule as it pertains to an application deadline or allow applications to be received within a certain period of time nearer the Alumni Trustee Election Meeting.

### *Election Slate*

It is the responsibility of the Leadership, Development and Nominating Committee (LDNC) to make the final determination of the slate of candidates that will be put forth to the Board for election of their single nominee. This shall be completed in an appropriate amount of time that allows all candidates to prepare for the forthcoming election.

### *Presentation*

During the Alumni Trustee Election Meeting, each candidate who is identified on the slate will have the opportunity to make a presentation to the full Board, not to exceed five (5) minutes. No other candidate will be allowed in the meeting room during another candidate's presentation. Each candidate's presentation will be immediately followed by a Question-and-Answer Session as outlined below. The Recording Secretary will be responsible for acting as timekeeper.

### *Question and Answer Session*

Immediately following each candidate's presentation, Board members will have an opportunity to ask that candidate questions in the method described below. All questions should be submitted to the Officers of the Corporation a minimum of



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seven (7) days prior to the Alumni Trustee Election Meeting. Questions to be asked will be randomly drawn from all those submitted to ensure that no partiality is given to any single (1) candidate. Each candidate should be asked this same set of core questions to provide the Board a basis for comparison. Follow-up questions are welcome. Each candidate will be given equal time for the Question-and-Answer Session. The Recording Secretary will be responsible for acting as timekeeper. The Board Chair, at their discretion, may allow Board members to ask follow-up questions of any candidate, regardless of whether such questions have been previously submitted to the Officers of the Corporation.

### *Voting*

All members of the Board of Directors that are present (in person or approved virtual attendance) will have the right to vote. In person voting shall be conducted by a written or electronic secret ballot. Prior to the Alumni Trustee Election Meeting, the Board Chair will submit a list of approved virtual participating attendees to the inspectors. Those Directors considered present through approved virtual attendance as defined in Article IV Section 1 and 2 shall vote by submitting their vote electronically to the inspectors of the election at same time in which in person secret ballots are collected. Three (3) inspectors of election (not affiliated with Purdue Alumni Board and/or PFLF Engagement staff) shall be named by the Board Chair prior to the Alumni Trustee Election Meeting and be responsible for counting the votes. When there is more than one (1) candidate on the ballot for the alumni trustee position, the Board Chair shall appoint an outside auditing firm to be Inspectors of Election. The Election will be conducted prior to the Spring Board of Directors meeting.

To be elected, the successful candidate will receive the majority of all valid votes cast. Voting members shall vote for only one (1) candidate per anticipated vacancy among alumni trustees. An abstention is not considered a valid vote cast. In the event there is a tie for a nomination and there are only two (2) candidates for such nomination, the board shall conduct up to three (3) subsequent rounds of voting to arrive at one (1) candidate.

If a candidate does not receive a majority of the valid votes cast for a particular nomination, and there are more than two (2) candidates, a run-off election will be held for such trustee position. For the run-off election, the two (2) candidates receiving the greater number of valid votes cast shall be voted on, and the candidate then receiving the majority of the valid votes cast shall be elected as the Board's nominee. If it is unclear which two (2) candidates have the most votes for a particular nomination because of two (2) candidates receiving the exact same number of votes for second place, the Board shall take a special vote of all candidates who tied for second place to determine who will be the one to run against the top vote recipient from the initial vote.

After the initial vote and three (3) subsequent rounds of voting where a majority

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has not been reached, the Executive Committee will vote in a separate session to break the tie. The Executive Committee will announce the successful candidate but will not divulge the actual vote count.

### **Section 4. Nomination to be included on the corporate ballot for Purdue University Trustee**

Any candidate who meets the qualifications established by state statute may secure a nomination by five hundred (500) signatures of members of the Corporation. Membership shall be verified by Purdue for Life Foundation staff.

Upon the opening of the nominations the Recording Secretary of the Corporation will make available upon request of any member an information package which will explain the requirements and process for submitting nomination materials. This package will include, but is not limited to the following information:

1. A statement on candidate eligibility, including a notation on whether the current year's candidate must be an alumnus of the College of Agriculture
2. The close date and time for nominations
3. To whom the information must be submitted
4. The specific information required from each signatory
5. A sample of the form to be used for signature collection

As noted in Section 2, all nominations must be complete and provided to the Board Chair by January 15th prior to the Annual Meeting. The Recording Secretary of the Corporation will be responsible for assessing the validity of the submitted signatures and will announce the nomination as appropriate after the close of nominations.

## **ARTICLE XI**

### **Travel Reimbursement (effective July 1, 2024)**

#### **Section 1 – General:**

The Purdue Alumni Association shall reimburse Board Members for actually incurred lodging expenses plus transportation expenses, subject limits, to participate in approved PAA business meetings. These shall include up to two (2) Board of Directors meetings per fiscal year, two (2) Executive Committee meetings/retreats per fiscal year, and any other business meeting of the Board or Board Committees approved, in advance, by the Executive Committee. For the avoidance of doubt, travel associated with Alumni Association business meetings schedule in association with the Boilermaker Ball weekend will NOT be reimbursed, with the exception of it being a full Board meeting.

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## **Section 2 – Lodging:**

The Vice President of Engagement will designate the official hotel for each Purdue Alumni Association Board of Directors Meeting, Executive Committee Meeting/Retreat, and other approved business meeting. The PAA will reimburse Board Members at the standard room rate for the official hotel, or other hotel at a rate equal to or less than that of the official hotel, including taxes, parking, and any premiums that might be added for special weekends (home football games, etc.). Reimbursement will be provided for up to one additional night over the number of actual days of PAA business meetings. Board Members are welcome to upgrade their room but will be reimbursed at the standard room rate for the official hotel. No reimbursement shall be made for a Board member staying in a private home.

## **Section 3 – Transportation:**

The maximum transportation reimbursement (per meeting) is established based upon the region from which the Board Member is traveling as follows:

- Indiana \$ 350
- East & Central \$ 700
- West (excluding HI & AK) \$1000
- International, HI, & AK \$1500

The following are considered eligible reimbursable transportation costs:

- Actual economy class airfare including taxes, surcharges, service fees, agent fee, and up to two (2) checked bags. Board members are encouraged to book airline reservations at least 2 weeks in advance of the initial travel date. There shall be no reimbursement for fare class upgrades, early boarding, excess or overweight baggage, or similar fees.
- Actual shuttle, taxi/ride share, or vehicle rental (standard class, including fuel, taxes, etc.) from airport to board meeting site. Board Members are welcome to upgrade their class but will only be reimbursed at the standard class rate.
- Actual mileage allowance for use of personal vehicle at the then current IRS approved reimbursement rate.

## **Section 4 – Meals/Other/Sundry:**

No costs other than those explicitly referenced shall be reimbursed by the Purdue Alumni Association.

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## **Section 5 – Reimbursement:**

Board Members shall submit reimbursement forms to the Finance Committee Chair for approval. Expense reimbursement for the Finance Committee Chair must be approved by the PAA Board Chair. Receipts must be included for all reimbursable items, except mileage. The Finance Chair (or Board Chair) will send approved reimbursement forms to the Senior VP Finance with a copy to the PAA Recording Secretary for processing. Reimbursement will be made in USD via means recommended by Senior VP Finance, Purdue for Life and approved by the Executive Committee.

Board members are required to submit original receipts for all items described above, except mileage, to request reimbursement of lodging and transportation expenses.

## **ARTICLE XII**

### **Amendments**

Section 1. These Rules & Procedures may be amended by a majority vote of those Directors present at any regular or special meetings of the Board of Directors at which a quorum has been established.

**Last Update April 2024**